

*JB04/25/02*

AZ. CORP. COMM. FILE

APR 19 2002

APPR. *Mary Knoll*  
TEP. #  
DATE *4-19-02*  
*1027149-0*

**ARTICLES OF INCORPORATION**

OF

**WILDCAT RIDGE PROPERTY OWNERS ASSOCIATION, INC.**

In compliance with the requirements of A.R.S. §10-3101, et seq., and pursuant to the Declaration of Covenants, Conditions and Restrictions dated February 10, 2000, recorded on February 14, 2000, in Instrument #3039472 and re-recorded on February 29, 2002 in Instrument #3041152, Official Records of Coconino County, Arizona, the undersigned, this date, for the purpose of forming a non-profit property owners association does hereby certify:

**ARTICLE I - NAME**

The name of the corporation is **WILDCAT RIDGE PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The known place of business of the corporation shall be the street address of the Statutory Agent, but other offices may be established at such places as the Board of Directors may determine from time to time upon compliance with A.R.S. §10-3501 et seq. The initial known place of business of the corporation shall be located at 12 East Dale Avenue, Flagstaff, Arizona 86001.

### ARTICLE III - STATUTORY AGENT

THADDEUS G. BAKER JR., Attorney at Law, whose street address is 12 East Dale Avenue, Flagstaff, Arizona 86001, and who is a bona fide resident of the State of Arizona, is hereby appointed and designated the initial statutory agent for the corporation. The statutory agent of the corporation may be changed at any time, without cause, by the Board of Directors upon compliance with A.R.S. §10-3501 et seq.

### ARTICLE IV - PURPOSE OF THE ASSOCIATION

The initial character of the affairs of the corporation shall be a nonprofit property owners association to own, operate and maintain the common road and other common elements as defined in the Declaration of Covenants, Conditions and Restrictions dated February 10, 2000, recorded on February 14, 2000 in Instrument #303912 and re-recorded on February 29, 2000 in Instruments #3041152, Official Records of Coconino County, Arizona (the "Declaration"), which by this reference, is made a part of these Articles as though fully set forth herein. This statement shall not limit the affairs that the corporation may conduct. The corporation shall possess all powers, rights and privileges that a non-profit corporation may lawfully exercise under the laws of the State of Arizona.

### ARTICLE V - DIRECTORS

The names and addresses of the persons who shall initially act as the directors of the corporation until directors are duly elected and qualify are:

**ANDREW HUGHES**  
2025 Funderburg Road  
New Carlisle, Ohio 45344

**ERNEST A. BROOKS**  
612 N Leroy  
Flagstaff, Arizona 86001

**SAM BROOKS**  
3000 Dog Indian Court  
Alexandria, Virginia 22309

**PETE GIOVALE**  
P.O. Box 337  
Flagstaff, Arizona 86002

The minimum and maximum number of directors shall be set forth in the Bylaws of the corporation to be adopted by the Board of Directors. Directors shall only be members of the corporation. The initial number of directors shall be four. The number of directors may be changed at any time by a majority vote of the members. In the event of a tie vote on any issue, the Directors shall cast a second vote with each director entitled to cast the number of votes equal to the number of acres which that director represents as evidences by the number of votes that director received upon his or her election by the members. Members shall be entitled to cast one vote for each acre owned.

#### ARTICLE VI - MEMBERSHIP

Identity of Members. The corporation shall have one class of membership which shall consist of the record owners of Tracts A through E, inclusive, (the "Tracts") as shown on Exhibit "B" to the Declaration and the recorded owners of any additional tracts as are formed from any division of Tracts A through E as are permitted by the Declaration and Arizona law.

Transfer of Membership. Membership shall automatically be conferred upon the owner of each Tract. In the event of a sale of any Tract, the buyer shall automatically become a member and the membership of the existing Owner shall immediately be terminated upon recordation of a sale or transfer of the Tract. Said membership shall not be transferable without transfer of the Tract. Any purported transfer of a membership without transfer of the Tract shall be void.

Voting Rights. In the event any Tract is owned by two or more persons or entities, there shall be a single membership for such Tract and the Owners thereof, as a precondition to the exercise of any membership rights, including but not limited to the right to vote, shall file with

the corporation a fully executed and notarized power of attorney signed by all recorded owners, designating one of the owners to act as their attorney-in-fact for all owners. Each member shall be entitled to cast one vote for each acre owned by that membership upon each issue submitted to the membership.

#### **ARTICLE VII - INCORPORATORS**

The name and address of the incorporator is ERNEST A. BROOKS, 612 North Leroux, Flagstaff, Arizona 86001.

#### **ARTICLE VIII - NONPROFIT**

There shall be no dividends or profits paid to any of the Members of the corporation, nor shall any part of the income of the corporation be distributed to its Board of Directors, officers or members, provided, however, that the corporation may pay reasonable compensation for any services rendered to the corporation by any Member, and/or the corporation may reimburse any Member for actual expenses paid by the Member for costs incurred by the corporation, or for the benefit of the corporation, including but not limited to the cost of formation of the corporation and any and all attorney's fees incurred by any members in Coconino County Superior Court Civil Action # CV2001-456, consolidated with CV2001-532.

#### **ARTICLE IX - CORPORATE POWERS**

All corporate powers granted by the Declaration and/or by Arizona law shall be exercised by or under the authority of the Board of Directors and the Board of Directors shall be authorized to manage the affairs of the corporation, including but not limited to:

A. Exercising all rights and perform all duties defined in the Declaration, including but not limited to the right to assess, levy and collect dues, assessments and fees.

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B. Exercising the right of the corporation to suspend membership privileges, including but not limited to the right to vote upon an issue submitted to the membership, after fifteen (15) days written notice of any nonpayment of an assessment or other violation of the Declaration, while such nonpayment or violation continues.

C. Exercising the right of the Corporation to have the members take action by written ballot pursuant to A.R.S. §10-3708.

D. Suspending the directorship of any member whom is in violation of the Declaration during the period of such violation.

**ARTICLE X - PRIVATE PROPERTY**

The private property of each and every Owner, member, director and officer of the corporation shall not be liable for any acts, debts, liabilities or obligations of the corporation.

**ARTICLE XI - INDEMNIFICATION**

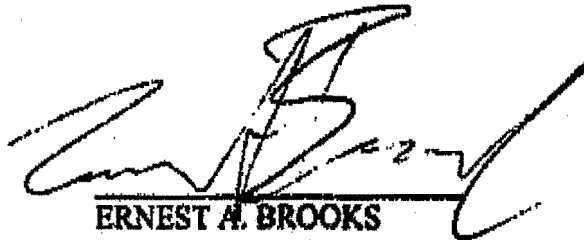
Each Owner, member, director and officer of the corporation shall be indemnified by the corporation for all expense and liability, including reasonable attorneys fees incurred by or imposed upon him or her in connection with any proceeding which he or she is made be a party or in which he or she may become involved by reason of being an Owner of a Tract, a member of the corporation, a director of the corporation, or an officer of the corporation, except in such cases where the owner, member, director or officer is found liable by reason of his or her own individual conduct.

**ARTICLE XII - CONFLICT**

These Articles shall not be amended or otherwise changed or interpreted, for any reason, so as to be inconsistent with the Declaration. To the extent that these Articles shall be contrary

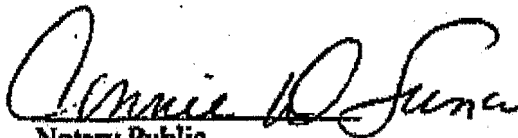
to or inconsistent with provisions of the Declaration, the provisions of the Declaration shall govern. Capitalized terms herein shall be given the same definition as set forth in the Declaration.

DATED: April 17, 2002.

  
ERNEST A. BROOKS

STATE OF ARIZONA )  
County of Coconino )

On this 17 day April, 2002, before me the undersigned officer, personally appeared ERNEST A. BROOKS.

  
Notary Public

My Commission Expires:



**ACCEPTANCE OF STATUTORY AGENT**

I, **THADDEUS G. BAKER JR.**, accept the appointment as Statutory Agent for  
**WILDCAT RIDGE PROPERTY OWNERS ASSOCIATION, INC.**

DATED: April 17, 2002.

  
**THADDEUS G. BAKER JR.**

**THADDEUS G. BAKER, JR.**

**ATTORNEY AT LAW**

**12 EAST DALE AVENUE**

**P.O. BOX C**

**FLAGSTAFF, ARIZONA 86002**

**CERTIFIED BY THE ARIZONA STATE BAR  
AS A SPECIALIST IN BANKRUPTCY LAW**

**(928) 774-5208  
FAX (928) 774-0548**

April 17, 2002

Arizona Corporation Commission  
1300 W. Washington #102  
Phoenix, Arizona 85007-2929

Re: Wildcat Ridge Property Owners Association Inc.

Dear Madam:

I am enclosing the original and two copies of Articles of Incorporation of Wildcat Ridge Property Owners Association Inc.; the Disclosure and our check marked "Not to Exceed \$100" for the filing fee and the expedited fee.

If you have any questions, please contact me.

Sincerely,



Thaddeus G. Baker Jr.  
TGB/enclosure